

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	Chapter 11
)	
CAESARS ENTERTAINMENT OPERATING)	Case No. 15-01145 (ABG)
COMPANY, INC., <u>et al.</u> ¹)	
)	
Debtors.)	(Jointly Administered)
)	
)	
)	

**NOTICE OF MOTION OF SFI BELMONT LLC
FOR RELIEF FROM THE AUTOMATIC STAY TO PERMIT
SERVICE OF SUBPOENAS UPON CERTAIN OF THE DEBTORS**

PLEASE TAKE NOTICE that on the **22nd day of June, 2015, at 1:30 p.m. (prevailing Central Time)** or as soon thereafter as counsel may be heard, SFI Belmont LLC (“SFI”) shall appear before the Honorable A. Benjamin Goldgar or any other judge who may be sitting his place and stead, in the Ceremonial Courtroom (Room No. 2525) in the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604, and present the attached *Motion for Relief from the Automatic Stay to Permit Service of Subpoenas Upon Certain of the Debtors* (the “**Motion**”).

PLEASE TAKE FURTHER NOTICE that any objection to the Motion must be filed with the Court by **June 15, 2015 at 4:00 p.m. (prevailing Central Time)** and served on: (1) counsel for SFI; (b) proposed counsel to the above-captioned Debtors; (c) the Office of the United States Trustee for the Northern District of Illinois; and (d) any party that has requested

¹ The last four digits of Caesars Entertainment Operating Company, Inc.’s tax identification number are 1623. Due to the large number of Debtors in these jointly-administered chapter 11 cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtor’s claims and noticing agent at <https://cases.primeclerk.com/CEO>.

notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure, which may be found at <https://cases.primeclerk.com/CEOC>.

PLEASE TAKE FURTHER NOTICE that copies of the Motion as well as copies of all documents filed in these chapter 11 cases are available free of charge by visiting <https://cases.primeclerk.com/CEOC> or by calling (855) 842-4123 within the United States or Canada or, outside of the United States or Canada, by calling +1 (646) 795-6969. You may also obtain copies of any pleadings by visiting the Court's website at www.ilnb.uscourts.gov in accordance with the procedures and fees set forth therein.

Dated: June 8, 2015

Respectfully submitted,

SFI Belmont LLC

By: /s/ Bryan E. Minier
One of its Attorneys

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Counsel for SFI Belmont LLC

CERTIFICATE OF SERVICE

The undersigned attorney certifies that on June 8, 2015, he caused a true and correct copy of the foregoing **MOTION FOR RELIEF FROM THE AUTOMATIC STAY TO PERMIT SERVICE OF SUBPOENAS UPON CERTAIN OF THE DEBTORS**, and associated notice of motion to be served via electronic mail on the service list attached hereto as **Exhibit A**, and via regular U.S. Mail, postage pre-paid, on the service list attached hereto as **Exhibit B**.

Dated: June 8, 2015

/s/ Bryan E. Minier

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EXHIBIT A
(Served via Electronic Mail)

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Counsel to the Dennis Mehringer 401k Profit Sharing Plan	The Law Offices of C. G. Gordon Martin	C. G. Gordon Martin	cggordonmartin@earthlink.net

DESCRIPTION	NAME	NOTICE NAME	EMAIL
Counsel to Thermal Energy Limited Partnership I	The Law Offices of Roger J. Higgins, LLC	Roger J. Higgins	rhiggins@rogerhigginslaw.com
Counsel to Moti Partners, LLC ("Moti")	The Stepnowski Law Offices	Frank Stepnowski, Esq.	frank@steppergroup.com
Counsel of record for Standard Textile Co., Inc.	Thompson Hine LLP	Louis F. Solimine, Esq.	Louis.Solimine@Thompsonhine.com
Attorney General	TN Dept of Revenue	c/o TN Attorney General's Office	bill.mccormick@ag.tn.gov
Counsel to ANV (Lloyds)	Traub Lieberman Straus & Shrewsberry	Christopher J. Nadeau	cnadeau@traublieberman.com
Indenture Trustee for 10.75% Senior Notes and 10.75%/11.5% Toggle Notes	U.S. Bank Global Corporate Trust Services	Deborah A. Ibrahim, Vice President	deborah.ibrahim@usbank.com
Counsel to Philip G. Satre	Ungaretti & Harris LLP	R. Scott Alsterda	rsalsterda@uhlaw.com
United States Trustee for the Northern District of Illinois	United States Trustee for the Northern District of Illinois	Attn: Denise DeLaurent	ustpregion11.es.ecf@usdoj.gov; denise.delaurent@usdoj.gov
Attorney General	Washington DC Attorney General	Attn: Bankruptcy Department	oag@dc.gov
Counsel to Hilton Worldwide, Inc. and the Hilton Worldwide, Inc. Global Benefits Administrative Committee (collectively, "Hilton")	Weil, Gotshal & Manges LLP	Debra A. Dandeneau, David N. Griffiths & Dana M. Kaufman	debra.dandeneau@weil.com; david.griffiths@weil.com; dana.kaufman@weil.com
Counsel to Wilmington Trust Corporation, Wilmington Trust, National Association, as successor Indenture Trustee & Ad Hoc Group of Holders of 10.75% Guaranteed Notes	White & Case LLP	Attn: J. Christopher Shore & Harrison Denman	cshore@whitecase.com; hdenman@whitecase.com
Counsel to Wilmington Trust Corporation, Wilmington Trust, National Association, as successor Indenture Trustee & Ad Hoc Group of Holders of 10.75% Guaranteed Notes	White & Case LLP	Attn: Thomas E. Lauria	tlauria@whitecase.com
Counsel to Bossier Parish Policy Jury and City of Bossier City	Wiener, Weiss & Madison	Attn: R. Joseph Naus	rjnaus@wwmlaw.com
Counsel to Richard J. Davis, Examiner	Winston & Strawn LLP	Carrie V. Hardman, Richard W. Reinhaler & David Neier	dneier@winston.com; rreinhaler@winston.com; chardman@winston.com
Counsel to Richard J. Davis, Examiner	Winston & Strawn LLP	Gregory M. Gartland	ggartland@winston.com
Counsel to Giesecke & Devrient America, Inc.	Womble Carlyle Sandridge & Rice, LLP	Kevin J. Mangan, Esq. & Morgan L. Patterson, Esq.	kmangan@wCSR.com; mpatterson@wCSR.com
Creditor, Interested Party	WPB Partners LLC	Attn John Marshall	jmarshall@jmpartnersllc.com
Counsel to Churchill Downs, Incorporated	Wyatt, Tarrant & Combs, LLP	Daniel I. Waxman	dwaxman@wyattfirm.com
Counsel to Appaloosa Investment Limited Partnership I, OCM Opportunities Fund VI, L.P., Special Value Expansion Fund, LLC	Young Conaway Stargatt & Taylor, LLP	John T. Dorsey	j dorsey@ycst.com
Counsel to Certain Second Lien Noteholders	Young Conaway Stargatt & Taylor, LLP	Robert S. Brady, Edmon L. Morton & Robert F. Poppiti, Jr.	rbrady@ycst.com; emorton@ycst.com; rpoppetti@ycst.com

EXHIBIT B
(Served via First Class Mail)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP
Counsel to BOKF, NA, solely in its capacity as Successor Indenture Trustee	Arent Fox LLP	Mark B. Joachim & Jackson D. Toof	1717 K Street, NW			Washington	DC	20006
Attorney General for the State of Illinois	Attorney General for the State of Illinois	Attn Bankruptcy Section	500 S 2nd St			Springfield	IL	62701
Counsel to Indenture Trustee for the 10.00% Second-Priority Senior Secured Notes due 2018 and the 10.00% Second-Priority Senior Secured Notes due 2015	Bryan Cave LLP	Stephanie Wickouski, Esq. & Michelle McMahon, Esq.	1290 Avenue of the Americas			New York	NY	10104
Counsel to Indenture Trustee for the 10.00% Second-Priority Senior Secured Notes due 2018 and the 10.00% Second-Priority Senior Secured Notes due 2015	Bryan Cave LLP	Ryan O. Lawlor, Esq.	161 North Clark Street	Suite 4300		Chicago	IL	60601-3351
Gaming Commissions	Bureau of Gambling Control	Kamala D. Harris, Attorney General	4949 Broadway, Suite E-231			Sacramento	CA	95820
Debtors	Caesars Entertainment Operating Company, Inc.	Attn General Counsel	1 Caesars Palace Drive			Las Vegas	NV	89109
Counsel to Administrative Agent	Cahill Gordon & Reindel LLP	William Miller, Esq.	80 Pine Street			New York	NY	10005
Gaming Commissions	California Gambling Control	Tina Littleton, Executive Director	2399 Gateway Oaks Dr, Ste 220			Sacramento	CA	95833-4231
Administrative Agent for Credit Facility	Credit Suisse AG, Cayman Islands	Attn: Dennis Kao	Eleven Madison Avenue			New York	NY	10010
Indenture Trustee for the 10.00% Second-Priority Senior Secured Notes due 2018 and the 10.00% Second-Priority Senior	Delaware Trust Company	Sandra E. Horwitz, Managing Director	2711 Centerville Road			Wilmington	DE	19808
Illinois Department of Revenue	Illinois Department of Revenue	Attn: Bankruptcy Section	PO Box 64338			Chicago	IL	60664-0338
Illinois Environmental Protection Agency	Illinois Environmental Protection	Attn: Director or Chief Legal Counsel	1021 N Grand Ave E			Springfield	IL	62702
Gaming Commissions	Illinois Gaming Board (IGB)	Emily Mattison - General Counsel	160 North LaSalle	Suite 300		Chicago	IL	60601
Gaming Commissions	Indiana Gaming Commission (IGC)	Ernest E. Yelton, Executive Director	East Tower, Suite 1600	101 W. Washington Street		Indianapolis	IN	46204
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346			Philadelphia	PA	19101-7346
Counsel to Louisiana Horsemen's Benevolent and Protective Association 1993, Inc.	Johnson, Yacoubian & Paysse	Alan J Yacoubian	701 Poydras St, Ste 4700			New Orleans	LA	70139-7708
Counsel to UMB Bank, NA, Indenture Trustee	Katten Muchin Rosenman LLP	Craig A. Barbarosh, David A. Crichtlow & Karen B. Dine	575 Madison Avenue			New York	NY	10022-2585
Counsel to Wilmington Savings Fund Society, FSB, as successor Indenture Trustee for the 10.00% Second-Priority Senior Secured Notes due 2018	Kelley Drye & Warren LLP	James Carr, Eric Wilson, Kristin Elliott	101 Park Avenue			New York	NY	10178
Counsel to Certain Holders of Caesars First Lien Bonds who have Signed Restructuring Support Agreements	Kramer Levin Naftalis & Frankel LLP	Kenneth H. Eckstein, Gregory A. Horowitz, Douglas H. Mannal, Daniel M. Eggerman & Matthew C. Ziegler	1177 Avenue of the Americas			New York	NY	10036
Indenture Trustee for the 5.75% Notes and 6.50% Notes	Law Debenture Trust Company of New York	James D. Heaney, Managing Director	400 Madison Avenue, Suite 4D			New York	NY	10017
Indenture Trustee for 6.5% Senior Unsecured Notes and 5.75% Senior Unsecured Notes	Law Debenture Trust Company of New York	Attn: Thomas Musarra	400 Madison Avenue, Suite 4D			New York	NY	10017
Counsel to Mesirov Financial Consulting, LLC	Mesirov Financial Holdings, Inc.	Attn: Jeffrey M. Levine	353 North Clark Street			Chicago	IL	60654
Gaming Commissions	Mississippi Gaming Commission	ALLEN GODFREY, EXECUTIVE DIRECTOR	620 North Street, Suite 200			Jackson	MS	39202
Gaming Commissions	Missouri Gaming Commission	Roger Stoltlemyre, Executive Director	3417 Knipp Drive	P.O. Box 1847		Jefferson City	MO	65102
Gaming Commissions	Nevada State Gaming Control Board & Gaming Commission	Michael LaBadie, Marc Warren, and David Staley	555 East Washington Avenue	Suite 2600		Las Vegas	NV	89101
Gaming Commissions	New Jersey Division of Gaming Enforcement	David L. Re buck, Director	1300 Atlantic Avenue			Atlantic City	NJ	08401-0000
Gaming Commissions	North Carolina Department of Revenue	Lyons Gray, Secretary of Revenue	501 N Wilmington St			Raleigh	NC	27604
Gaming Commissions	Ohio Casino Control Commission	John Barron, Deputy Executive Director & General Counsel	10 West Broad Street, 6th Floor			Columbus	OH	43215

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP
Gaming Commissions	Pennsylvania Gaming Control Board	Kevin F. O'Toole, Executive Director	P.O. Box 69060			Harrisburg	PA	17106-9060
Counsel to Wilmington Trust Corporation and Wilmington Trust, National Association, as successor Indenture Trustee	Pryor Cashman LLP	Attn: Seth H. Lieberman & Patrick Sibley	7 Times Square			New York	NY	10036
Interested Party	Rosenthal & Rosenthal, Inc	Attn: Anthony DiTiro	1370 Broadway			New York	NY	10018
Securities & Exchange Commission - Headquarters	Securities & Exchange Commission	Office of General Counsel	100 F St NE			Washington	DC	20549
Gaming Commissions	State Lottery & Gaming Control Agency	Stephen L. Martino, Esq., Director	Montgomery Park Business Center	1800 Washington Blvd., Suite 330		Baltimore	MD	21230
Attorney General	State of Arizona Attorney General	Attn: Bankruptcy Department	1275 W. Washington St.			Phoenix	AZ	85007
Attorney General	State of California Attorney General	Attn: Bankruptcy Department	Consumer Law Section	455 Golden Gate Ave Ste 11000		San Francisco	CA	94102-7004
Attorney General	State of Connecticut Attorney General	Attn: Bankruptcy Department	55 Elm St.			Hartford	CT	06106
Attorney General	State of Georgia Attorney General	Attn: Bankruptcy Department	40 Capital Square, SW			Atlanta	GA	30334-1300
Attorney General	State of Indiana Attorney General	Attn: Bankruptcy Department	Indiana Government Center South-5th Floor	302 West Washington Street		Indianapolis	IN	46204
Attorney General	State of Iowa Attorney General	Attn: Bankruptcy Department	Hoover State Office Bldg.	1305 E. Walnut		Des Moines	IA	50319
Attorney General	State of Kentucky Attorney General	Attn: Bankruptcy Department	700 Capitol Avenue, Capitol Building	Suite 118		Frankfort	KY	40601
Attorney General	State of Louisiana Attorney General	Charmaine Moore, Gaming Division	P.O. Box 94095			Baton Rouge	LA	70804-4095
Attorney General	State of Maryland Attorney General	Attn: Bankruptcy Department	200 St. Paul Place			Baltimore	MD	21202-2202
Attorney General	State of Massachusetts Attorney General	Attn: Bankruptcy Department	1 Ashburton Place			Boston	MA	02108-1698
Attorney General	State of Michigan Attorney General	Attn: Bankruptcy Department	525 W. Ottawa St.	P.O. Box 30212		Lansing	MI	48909-0212
Attorney General	State of Minnesota Attorney General	Attn: Bankruptcy Department	State Capitol, Suite 102			St. Paul	MN	55155
Attorney General	State of Mississippi Attorney General	Attn: Bankruptcy Department	Department of Justice, Walter Sillers Building	550 High Street, Suite 1200,	P.O. Box 220	Jackson	MS	39205
Attorney General	State of Missouri Attorney General	Attn: Bankruptcy Department	Supreme Ct Bldg.	207 W. High St.		Jefferson	MO	65101
Attorney General	State of Nevada Attorney General	Attn: Bankruptcy Department	Old Supreme Ct. Bldg.	100 N. Carson St.		Carson City	NV	89701
Attorney General	State of New Jersey Attorney General	Attn: Bankruptcy Department	Richard J. Hughes Justice Complex	25 Market Street,	P.O. Box 080	Trenton	NJ	08625
Gaming Commissions	State of New Jersey Casino Control Commission	Matthew B. Levinson, CEO	Arcade Building	Tennessee Avenue & Boardwalk		Atlantic City	NJ	08401-0000
Attorney General	State of New York Attorney General	Attn: Bankruptcy Department	Department of Law -The Capitol, 2nd Fl.			Albany	NY	12224-0341
Attorney General	State of North Carolina Attorney General	Attn: Bankruptcy Department	Dept. of Justice	P.O. Box 629		Raleigh	NC	27602-0629
Attorney General	State of Ohio Attorney General	Attn: Bankruptcy Department	State Office Tower 14th Floor	30 E. Broad St.		Columbus	OH	43266-0410
Attorney General	State of Oregon Attorney General	Attn: Bankruptcy Department	Justice Bldg.	116 2 Court St. NE		Salem	OR	97301
Attorney General	State of Pennsylvania Attorney General	Attn: Bankruptcy Department	1600 Strawberry Square	16th Floor		Harrisburg	PA	17120
Attorney General	State of Rhode Island Attorney General	Attn: Bankruptcy Department	150 S. Main St.			Providence	RI	02903
Attorney General	State of South Carolina Attorney General	Attn: Bankruptcy Department	Remert C. Dennis Office Bldg.	P.O. Box 11549		Columbia	SC	29211-1549
Attorney General	State of Texas Attorney General	Attn: Bankruptcy Department	PO Box 12548			Austin	TX	78711-2548
Attorney General	State of Utah Attorney General	Attn: Bankruptcy Department	PO Box 142320			Salt Lake City	UT	84114-2320
Attorney General	State of Virginia Attorney General	Attn: Bankruptcy Department	900 East Main Street			Richmond	VA	23219
Attorney General	State of Washington Attorney General	Attn: Bankruptcy Department	1125 Washington St. SE	P.O. Box 40100		Olympia	WA	98504-0100
Attorney General	State of West Virginia Attorney General	Attn: Bankruptcy Department	State Capitol, Bldg 1 Room E 26	1900 Kanawha Blvd East		Charleston	WV	25305
Attorney General	State of Wisconsin Attorney General	Attn: Bankruptcy Department	Wisconsin Department of Justice	State Capitol, Room 114 East,	P. O. Box 7857	Madison	WI	53707-7857
Indenture Trustee for 10.75% Senior Notes and 10.75%/11.5% Toggle Notes	U.S. Bank Global Corporate Trust Services	Deborah A. Ibrahim, Vice President	One Federal Street			Boston	MA	02110-0000
Indenture Trustee for 10.75% Senior Notes and 10.75%/11.5% Toggle Notes	U.S. Bank National Association	Attn: Corporate Trust Services, Raymond S. Haverstock	60 Livingston Avenue			St. Paul	MN	55107-1419

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP
Indenture Trustee for 11.25% Senior Secured Notes due 2017, 8.5% Senior Secured Notes due 2020, 9% Senior Secured Notes due 2020	UMB Bank, National Association	Attn: Gavin Wilkinson	Corporate Trust and Escrow Services	120 South 6 th Street, Suite 1400		Minneapolis	MN	55402
United States Attorney for the Northern District of Illinois	United States Attorney for the Northern District of Illinois	Attn: Bankruptcy Section	219 S Dearborn St 5th Flr			Chicago	IL	60604
United States Trustee for the Northern District of Illinois	United States Trustee for the Northern District of Illinois	Attn: Denise DeLaurent	219 S Dearborn St, Rm 873			Chicago	IL	60604
Attorney General	Washington DC Attorney General	Attn: Bankruptcy Department	441 4th Street, NW			Washington	DC	20001
Counsel to Wilmington Trust Corporation, Wilmington Trust, National Association, as successor Indenture Trustee & Ad Hoc Group of Holders of 10.75% Guaranteed Notes	White & Case LLP	Attn: J. Christopher Shore & Harrison Denman	1155 Avenue of the Americas			New York	NY	10036
Indenture Trustee for 12.75% Second Lien Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy	500 Delaware Avenue			Wilmington	DE	19801

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:))
)	Chapter 11
))
CAESARS ENTERTAINMENT OPERATING)	Case No. 15-01145 (ABG)
COMPANY, INC., <u>et al.</u> ¹))
))
Debtors.)	(Jointly Administered)
))
))
))

**MOTION FOR RELIEF FROM THE AUTOMATIC STAY
TO PERMIT SERVICE OF SUBPOENAS UPON CERTAIN OF THE DEBTORS**

Plaintiff SFI Belmont LLC (“SFI”), by and through its counsel, hereby moves for relief from the automatic stay (the “Motion”) to allow SFI to serve debtors Des Plaines Development Limited Partnership (“Des Plaines Development”) and Harrah’s Illinois Corporation (“Harrah’s Illinois”) with subpoenas for documents. In support of its Motion, SFI respectfully states:

JURISDICTION

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 1334 and 157 and 11 U.S.C. § 362(d)(1) and (2). This is a core proceeding pursuant to 29 U.S.C. § 157(b)(2)(G), (K), and (O). Venue is proper pursuant to 29 U.S.C. § 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 362(d)(1) and 362(d)(2) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 4001 and 9014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 4001.

¹ The last four digits of Caesars Entertainment Operating Company, Inc.’s tax identification number are 1623. Due to the large number of Debtors in these jointly-administered chapter 11 cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtor’s claims and noticing agent at <https://cases.primeclerk.com/CEOCL>.

BACKGROUND

3. SFI is a party to two lawsuits pending in the Circuit Court of Cook County, County Department, Chancery Division, Nos. 13 CH 18740 and 13 CH 27418 (the “State Court Cases”) against John Q. Hammons Hotels Development, LLC (“Borrower”) and Jacqueline Dowdy and Greggory Groves, personally and as successor-trustees of The Revocable Trust of John Q. Hammons (“Guarantor”). Simplifying the allegations, the State Court Cases arise from a defaulted loan made by SFI to Borrower and guaranteed by Guarantor and as more fully described in the Affidavit of Elisha Blechner attached hereto as Exhibit A. The loan documents contain, among other things, provisions that require (a) Guarantor to maintain a minimum net worth, and (b) in the event Guarantor’s minimum net worth falls below a specific amount, Borrower to make a partial prepayment of the indebtedness owing to SFI, which amount would be sufficient to reduce the outstanding amount of the loan so as not to exceed 40% of Guarantor’s net worth (together, the “Net Worth Covenants”).

4. In the State Court Cases, SFI has alleged that Guarantor’s net worth has fallen below the specific amount required by the loan documents and that Borrower failed to make the required partial prepayment.

5. Debtor Des Plaines Development owns Harrah’s Joliet Hotel and Casino (the “Joliet Casino”). Guarantor is the holder of 20% of the equity interests in Des Plaines Development. The other 80% of equity interest in Des Plaines Development is owned by Debtor Harrah’s Illinois. *See* Des Plaines Development’s Statement of Financial Affairs, Docket No. 710 at 25.

6. As the value of Guarantor’s interest in Des Plaines Development and the Joliet Casino is a significant factual matter in the State Court Cases, SFI sought discovery on those

matters directly from Guarantor. Guarantor responded to SFI's discovery requests by objecting on numerous grounds and limiting any potential production to documents that it deems are relevant, in Guarantor's possession and dated between January 1, 2010 and December 31, 2014. In other words, Guarantor has refused to produce the documents SFI requested relating to the years 2004 through 2009 and gave no indication of which, if any, other categories of documents it would deem "responsive." Further, in response to previous requests for information from SFI, Guarantor has asserted that Des Plaines Development and Harrah's Illinois have refused to provide Guarantor with requested financial information about Harrah's Joliet, allegedly based on Guarantor's role as a limited partner. Notably, Guarantor has not produced any documents in response to SFI's requests.

7. As a result, SFI has not been able to procure adequate discovery on the value of Guarantor's interest in Des Plaines Development and the Joliet Casino in any manner other than seeking it directly from Des Plaines Development and Harrah's Illinois.

8. Accordingly, SFI seeks relief from the automatic stay to serve and, if necessary, enforce the document subpoenas attached hereto as Group Exhibit B (the "Subpoenas").

9. SFI is not, by either the State Court Cases or the Subpoenas, asserting any claims or relief against Des Plaines Development or Harrah's Illinois. The claims asserted in the State Court Cases are unrelated to the Debtors and will have zero effect on their reorganization efforts.

ARGUMENT

10. SFI seeks relief from the automatic stay for the limited purpose of propounding narrowly tailored requests for information upon two of the debtors in this case. Although relief from the automatic stay may not be required, SFI brings this Motion out of an abundance of caution.

11. The automatic stay does not apply to requests for information from debtors regarding claims by or against a non-debtor party. *Matter of Mahurkar Double Lumen Hemodialysis Catheter Patent Litigation*, 140 B.R. 969 (N.D. Ill. 1992) (“Section 362(a)(1) applies only to actions against the debtor”); *see also Le Metier Beauty Investment Partners LLC v. Metier Tribeca, LLC*, No. 13-4650, 2014 WL 4783008, at *5 (S.D.N.Y. Sept. 25, 2014) (“Section 362(a) does not prevent litigants from obtaining discovery from a debtor as a third-party witness where the requests pertain to claims against the nondebtor parties.”); *see also In re Miller*, 262 B.R. 499 (B.A.P. 9th Cir. 2001) (“[S]ection 362(a) does not preclude generation of information regarding claims by or against a non-debtor party, even where that information could eventually adversely affect the debtor.”); *Peter Rosenbaum Photography Corp. v. Otto Doosan Mail Order Ltd.*, 2004 WL 2973822 at 3 (N.D. Ill. 2004) (Granting plaintiff’s motion to compel, reasoning, “it is clear that plaintiff would be entitled to serve and proceed with discovery against [debtor], even if [debtor] were a defendant in this action, provided the discovery is directed towards the claims against defendants . . . because [debtor] is not a defendant, but simply an interested non-litigant, and the discovery sought relates to the defenses raised by [the defendants], the automatic stay is inapplicable.”). Although SFI is not required to seek relief from the stay, SFI nevertheless presents this Motion to the Court to provide Des Plaines Development and Harrah’s Illinois with an opportunity to respond to SFI’s request for information, and to obtain this Court’s approval for Des Plaines Development and Harrah’s Illinois to comply with the discovery requests.

12. Even if the automatic stay applied, the stay should be lifted because cause exists. 11 U.S.C. §362(d)(1); *In re Fernstrom Storage and Van Co.*, 938 F. 2d 731, 735 (7th Cir. 1991). Section 362(d) “commits the decision of whether [cause exists] to lift the stay to the

discretion of the bankruptcy judge, [whose] decision may be overturned only upon a showing of abuse of discretion." *In re Boomgarden*, 780 F. 2d 657, 660 (7th Cir. 1985).

13. The Seventh Circuit has highlighted three factors to be analyzed in determining whether cause exists: (a) the bankrupt estate or the debtor will be greatly prejudiced from continuation of the civil suit, (b) the hardship to the non-bankrupt party by maintenance of the stay considerably outweighs the hardship of the debtor, and (c) the movant has demonstrated a probability of success on the merits. *Fernstrom*, 938 F. 2d at 735. Applying this test, cause exists to lift the stay and allow SFI to proceed with its narrowly tailored discovery request.

14. First, neither the debtors nor the bankruptcy estate will be greatly prejudiced from complying with SFI's Subpoenas, or even prejudiced at all. SFI seek a limited and narrowly tailored set of information from only two Debtors. Compliance with the subpoenas will require minimal effort from the Debtors as the information sought, historical financial information, should be readily available. Additionally, responding to the Subpoenas will not interfere with the restructuring efforts or deplete significant resources from the estate.

15. Second, SFI, by contrast, would face significant hardship if the Subpoenas were disallowed, far outweighing any nominal efforts Des Plaines Development and Harrah's Illinois would expend complying with the Subpoenas. The information sought by SFI lies at the heart of the disputed issues in the State Court Cases. SFI has already sought to obtain the information by other means but has been unsuccessful. Thus, SFI seeks relief from this Court and requests the information from Des Plaines Development and Harrah's Illinois directly.

16. The third factor – probability of success – merits little discussion. The State Court Cases are in the discovery phase and will likely be tried once discovery closes. *See id.* at 737 ("Where the stayed non-bankrupt litigation has reached an advanced stage, courts have

shown a willingness to lift the stay to allow the litigation to proceed.”) The ultimate outcome of the State Court Cases will be affected by the documents sought by the Subpoenas.

17. Accordingly, cause exists for the Court to lift the automatic stay to allow SFI to serve Des Plaines Development and Harrah’s Illinois with and, if necessary, enforce the Subpoenas.

NOTICE

18. Notice of this Motion has been provided to the Master Service List and 2002 List, as each term is defined in, and in accordance with, the *Order Granting in Part and Denying in Part Motion to Modify Case Management Procedures* [Docket No. 1165] (the “Case Management Order”). SFI submits that all Affected Entities, as defined in the Case Management Order, are contained within the Master Service List and 2002 List. SFI submits that, in light of the nature of the relief requested, no other or further notice need be provided.

NO PRIOR REQUEST

19. No prior application for the relief requested herein has been made by SFI to this or any other court.

CONCLUSION

WHEREFORE, based upon the foregoing, Plaintiff respectfully requests this Court enter an order (a) lifting or modifying the automatic stay as it relates to the information sought in SFI’s subpoenas, (b) requiring Des Plaines Development Limited Partnership and Harrah’s Illinois Corporation to comply with the subpoenas, and (c) granting any further that is just and proper.

Dated: June 8, 2015

Respectfully submitted,

SFI Belmont LLC

By: /s/ Bryan E. Minier
One of its Attorneys

Bryan E. Minier (ARDC # 6275534)
Pedersen & Houpt
161 N. Clark Street, Suite 2700
Chicago, Illinois 60601
Phone: (312) 261-2265
Fax: (312) 261-1265
Email: bminier@pedersenhaupt.com

Counsel for SFI Belmont LLC

EXHIBIT A
(Affidavit of Elisha Blechner)

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)) Chapter 11
))
CAESARS ENTERTAINMENT OPERATING)	Case No. 15-01145 (ABG)
COMPANY, INC., et al., ¹))
))
Debtors.)	(Jointly Administered)
))
))
))

DECLARATION OF ELISHA BLECHNER

Elisha Blechner, under penalty of perjury, declares as follows:

1. I am a Senior Vice President for SFI Belmont LLC (“SFI”) and have personal knowledge regarding the loans made to John Q. Hammons Hotels Development, LLC (“Borrower”).

2. On or about September 16, 2005, iStar Financial, Inc. (“iStar”) received a collateral assignment of, including a the right to enforce, various loan agreements (the “Loan Documents”) pursuant to which loans and other financial accommodations totaling \$275,000,000 were extended to Borrower (the “Loans”). On the same date, John Q. Hammons, the Revocable Trust of John Q. Hammons, dated December 28, 1989, as amended and restated, and Hammons, Inc. (collectively “Guarantor”) executed the “Guaranty,” pursuant to which Guarantor agreed that it directly or indirectly owned all of the ownership interests in Borrower and would benefit from the making of the Loans and the financial accommodation extended pursuant to the Loan

¹ The last four digits of Caesars Entertainment Operating Company, Inc.’s tax identification number are 1623. Due to the large number of Debtors in these jointly-administered chapter 11 cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtor’s claims and noticing agent at <https://cases.primeclerk.com/CEO.C>.

Documents. Guarantor further agreed to unconditionally, absolutely and irrevocably guaranteed the due payment, fulfillment and performance of Borrowers' obligations under the Loan Documents.

3. On or about March 16, 2011, iStar assigned to its wholly-owned subsidiary SFI, all of its right, title and interest in the Loan Documents.

4. SFI is a party to two lawsuits pending in the Circuit Court of Cook County, County Department, Chancery Division, Nos. 13 CH 18740 and 13 CH 27418 (the "State Court Cases") Borrower and Guarantor. The Loan Documents contain, among other things, provisions that require (a) Guarantor to maintain a minimum net worth, and (b) in the event Guarantor's minimum net worth fall below a specific amount, Borrower to make a partial prepayment of the indebtedness owing under the Loan Documents, which amount would be sufficient to cause Guarantor's net worth amount to meet the minimum amount required by the loan documents (together, the "Net Worth Covenants").

5. In the State Court Cases, SFI has alleged that Guarantor's net worth has fallen below the specific amount required by the Net Worth Covenants and that Borrower failed to make the required partial prepayment.

Pursuant to 28 U.S.C. §1746, I, the undersigned, declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on June 8, 2015


Elisha Blechner

GROUP EXHIBIT B
(Subpoenas)

IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS

SFI BELMONT LLC,

<p style="text-align: center;">v.</p> <p style="text-align: center;">JOHN Q. HAMMONS HOTELS DEVELOPMENT, LLC, et al.,</p>	<p style="text-align: center;">Plaintiff/Petitioner</p> <p style="text-align: center;">Defendant/Respondent</p>	<p style="margin: 0;">No. 13 CH 18740 and 13 CH 27418 (Consolidated)</p>
---	---	--

SUBPOENA IN A CIVIL MATTER
(For Testimony and/or Documents)

To: Des Plaines Development Limited Partnership c/o Harrah's Illinois Corporation
c/o Illinois Corporation Service C
801 Adlai Stevenson Drive, Springfield, IL 62703

1. **YOU ARE COMMANDED to appear to give your testimony before the Honorable _____**
in Room _____, _____, Illinois on _____, _____,
at _____ m.

2. **YOU ARE COMMANDED to appear and give your deposition testimony before a Notary Public at: _____**
in Room _____, _____, Illinois on _____, _____,
at _____ m.

3. **YOU ARE COMMANDED to mail the following documents in your possession or control to KATTEN MUCHIN ROSENMAN LLP, Attn: Jennifer Ryan**
at 525 W. Monroe Street, Chicago, IL 60661, on or before July 20, 2015
at 5:00 p. m.

(THIS IS FOR RECORDS ONLY. THERE WILL BE NO ORAL INTERROGATORIES.):
SEE ATTACHED RIDER.

Description continued on attached page(s).

YOUR FAILURE TO RESPOND TO THIS SUBPOENA WILL SUBJECT YOU TO PUNISHMENT FOR CONTEMPT OF THIS COURT.

Notice to Deponent:

1. The deponent is a public or private corporation, partnership, association, or governmental agency. The matter(s) on which examination is requested are as follows: _____

Description continued on attached page(s).

(A nonparty organization has a duty to designate one or more officers, directors, or managing agents, or other persons to testify on its behalf, and may set forth, for each person designated, the matters on which that person will testify. Ill. Sup. Ct. Rule 206.)

2. The deponent's testimony will be recorded by use of an audio-visual recording device, operated by _____ (Name of Recording Device Operator)
3. No discovery deposition of any party or witnesses shall exceed three hours regardless of the number of parties involved in the case, except by stipulation of the parties or by order upon showing that good cause warrants a lengthier examination. Ill. Sup. Ct. Rule 206(d).

Atty. No. 41832

Pro Se 99500

Name: KATTEN MUCHIN ROSENMAN LLP

Issued by: _____

Signature

Atty. for: PLAINTIFF SFI BELMONT LLC

Attorney

Address: 525 W. Monroe Street

Clerk of Court

City/State/Zip: Chicago, IL 60661

Date: June 22, 2015

Telephone: (312) 902-5200

I served this subpoena by mailing a copy, as required by Ill. Sup. Ct. Rules 11, 12 and 204(a)(2), to _____
by certified mail, return receipt requested (Receipt # _____) on _____.
I paid the witness \$ _____ for witness and mileage fees.

I served this subpoena by handing a copy to _____ on _____.
I paid the witness \$ _____ for witness and mileage fees.

(Signature of Server)

(Print Name)

DOROTHY BROWN, CLERK OF THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS

Rider to Des Plaines Development Limited Partnership Subpoena

In accordance with the foregoing Subpoena in a Civil Matter and the Definitions and Instructions attached hereto as **Exhibit 1**, the Documents set forth in the following requests (“Requests”) are to be produced:

1. A copy of the Des Plaines Development Limited Partnership Agreement, together with all subsequent amendments and modifications.
2. Annual balance sheets, income and expense statements, and profit and loss statements for Des Plaines Development Limited Partnership or Harrah’s Joliet Casino Hotel for each of the years 2004 through 2014.
3. Documents sufficient to show distributions made to Des Plaines Development Corporation between 2004 and 2014.
4. An appraisal performed by Lehman in or about 2004 or 2005 and any subsequent appraisals of Des Plaines Development Limited Partnership, Harrah’s Joliet Casino Hotel, or their respective operations or subparts.
5. Schedule K-1s for Des Plaines Development Corporation for each of the years 2004 through 2014.
6. Form 1065s for Des Plaines Development Limited Partnership or Harrah’s Joliet Casino Hotel for each of the years 2004 through 2014.

EXHIBIT 1

Definitions and Instructions

- A. As used herein, the words and phrases set forth below shall have the following meanings prescribed for them:
 1. “Harrah’s Joliet Casino Hotel” shall refer to the casino operations located at 151 North Joliet Street, Joliet, Illinois, 60432.
 2. “You,” “Your” and “Des Plaines Development Limited Partnership” shall refer to the entity that is a Delaware limited partnership, 20% of which is owned by Des Plaines Development Corporation, and does business as Harrah’s Joliet Casino Hotel.
 3. Reference to any entity in the Requests, Definitions or Instructions shall include its parents, divisions, subsidiaries, affiliates, current and former directors, officers, shareholders, partners, independent contractors, employees, agents, representatives, predecessors, successors, or assigns.
 4. “Communication(s)” shall include any oral or written communication or contact between two or more persons or entities, including without limitation written contact by such means as a letter, memorandum, telegram, telex, or any other document or documents, and oral contact, heard or overheard, by such means as a face-to-face meeting, radio, telephone conversation, or otherwise, and every other mode of intentionally conveying meaning.
 5. “Document(s)” shall include any method of recording or preserving information in its broadest sense (by written, electronic or other means), including but not limited to letters, memoranda, work papers, e-mail, checklists, forms, drafts, reports, analyses, notes, diaries, calendars, logs, computer disks or tapes or print outs, data files, tape recordings or transcriptions thereof, photographs, microfilm, microfiche, any other thing encompassed within the meaning of the term “Document” as used in the Code of Civil Procedure and the Illinois Supreme Court Rules and Communications as defined above.
 6. “Related to,” “relating to,” “reflected,” “reflecting,” and “regarding” shall include mentioning or describing, pertaining to, being connected with, having any relevance or pertinence to, or reflecting upon a stated subject matter, whether directly or indirectly.
- B. In construing this Subpoena:
 1. The singular shall include the plural and the plural shall include the singular.
 2. A masculine, feminine, or neuter pronoun shall not exclude other genders.
 3. “And” and “or” shall be construed conjunctively rather than exclusively.

4. The word "including" shall be construed without limitation.
5. The use of the past tense shall include the present tense and the use of the present tense shall include the past tense so as to make the subpoena inclusive rather than exclusive.

C. Reference to any entity shall include its parents, divisions, subsidiaries, affiliates, current and former directors, officers, shareholders, partners, independent contractors, employees, agents, representatives, predecessors, successors, or assigns.

D. All electronically stored information ("ESI") should be produced in native format linked to single-page tagged image file format ("TIFF"). ESI in TIFF should be identified by an Opticon cross-reference file. All metadata – data describing the nature or characteristics of the electronic files, e.g. "date last modified" – associated with ESI shall be produced (as a delimited text file that includes OCR) linked to the associated file.

E. All Documents shall be produced in an orderly manner (and with appropriate markings or other identification) so that SFI will be able to identify the source of the Document, the file in which the Document is or was maintained, the person to whom such file belongs or belonged, and the specific Request to which the Document is responsive.

F. In responding to the Requests, produce all Documents known or available to You regardless of whether such Documents are in Your direct possession or in the possession of Your agents, partners, employees, or representatives or are otherwise under Your control.

G. If any Document responsive to any Request is no longer in Your possession, custody, control or care, state whether the Document: (i) is missing or lost; (ii) has been destroyed; (iii) has been transferred voluntarily or involuntarily to others; or (iv) has been otherwise disposed of or discarded. In each such situation, set forth the facts surrounding such disposition, identify the person(s) directing or authorizing the disposition and list the disposition date.

H. If You object to any part of a Request, answer all parts of such Request as to which You do not object, and as to each part to which You do object, set forth the basis for the objection.

I. In responding to the Subpoena, the relevant time period shall be from January 1, 2014 through December 31, 2014, unless otherwise specified, and shall include all documents dated, prepared, drafted, sent, obtained, received, or that refer to events in this time period, even if prepared or published prior or subsequent to this period.

J. The Requests are continuing. Thus, if at any time prior to the trial of this action You obtain additional responsive Documents, You shall immediately produce such additional responsive Documents to the undersigned.

K. All objections or answers to these Requests, which fail or refuse to respond fully on the ground of any claim of privilege of any kind whatsoever or other basis for nondisclosure, shall:

1. State the nature of the claim of privilege or nondisclosure and the basis for the claim;
2. A description of all Documents, including:
 - a. The date of the Document;
 - b. The name and job title of its author(s) or preparer(s);
 - c. The name and job title of each person to whom the Document was sent or who has seen, had access to, or custody of the Document;
 - d. The Request to which the Document is responsive; and
 - e. In the case of any Document that relates in any way to an oral Communication, identify the participants and attendees of such Communication.
3. Identify all persons on whose behalf the claim of privilege or nondisclosure is being asserted;
4. Identify all persons having knowledge of any facts related to the claim of privilege or nondisclosure; and
5. State all facts relied upon in support of or related to the assertion of privilege or nondisclosure.

IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS

SFI BELMONT LLC,

<p style="text-align: center;">v.</p> <p style="text-align: center;">JOHN Q. HAMMONS HOTELS DEVELOPMENT, LLC, et al.,</p>	<p style="text-align: center;">Plaintiff/Petitioner</p> <p style="text-align: center;">Defendant/Respondent</p>
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No. 13 CH 18740 and 13 CH 27418 (Consolidated)

SUBPOENA IN A CIVIL MATTER
(For Testimony and/or Documents)

To: Harrah's Illinois Corporation
c/o Illinois Corporation Service C
801 Adlai Stevenson Drive, Springfield, IL 62703

1. **YOU ARE COMMANDED to appear to give your testimony before the Honorable _____**
in Room _____, _____, Illinois on _____, _____,
at _____ m.

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Pro Se 99500

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Issued by: _____

Signature

Atty. for: PLAINTIFF SFI BELMONT LLC

Attorney

Address: 525 W. Monroe Street

Clerk of Court

City/State/Zip: Chicago, IL 60661

Date: June 22, 2015

Telephone: (312) 902-5200

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5. State all facts relied upon in support of or related to the assertion of privilege or nondisclosure.